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 Dennis Fleischmann
 Christine B. Cesare

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

In re:

DELTA AIR LINES, INC., *et. al.*,

Debtors.

: On Appeal From:

: United States Bankruptcy Court
 : Southern District of New York
 : Chap. 11 Case No. 05-17923 (ASH)
 : (Jointly Administered)

KENTON COUNTY BONDHOLDERS
 COMMITTEE,

Appellants,

1:07-CV-3968 (JGK)

DELTA AIR LINES, INC., KENTON
 COUNTY AIRPORT BOARD, and
 UMB BANK, N.A., AS SUCCESSOR
 INDENTURE TRUSTEE,

Appellees.

NOTICE OF MOTION

PLEASE TAKE NOTICE that, upon the annexed Motion and the proposed
amicus curiae brief annexed as an exhibit thereto, in accordance with the

Stipulation and Order Regarding Appeals dated May 30, 2007 (the “Order”) and Rule 8011 of the Federal Rules of Bankruptcy Procedure, the American Bankers Association shall move this Court for leave to file a brief as *Amicus Curiae*, in support of Appellee UMB Bank, N.A. as Successor Indenture Trustee.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, opposition papers, if any, shall be served on or before June 29, 2007.

Dated: New York, New York
June 22, 2007

Respectfully submitted,

BRYAN CAVE, LLP

By: /s/ Dennis Fleischmann

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*Attorneys for American Bankers
Association*

TO: All Counsel of Record

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**MOTION FOR LEAVE TO FILE BRIEF OF AMERICAN BANKERS
ASSOCIATION AS *AMICUS CURIAE* IN SUPPORT OF APPELLEE
UMB BANK, N.A. AS SUCCESSOR INDENTURE TRUSTEE**

The American Bankers Association (“ABA”), respectfully requests leave to file a brief as *amicus curiae* in support of Appellee UMB Bank, N.A. as Successor Indenture Trustee (“UMB” or the “Trustee”).

The Stipulation and Order entered by this Court on May 30, 2007, contemplates the filing of amicus briefs in support of the Appellees’ positions and

provides that any motion requesting leave to file an amicus brief must be made no later than June 22, 2007. The ABA's motion for leave to file as an *amicus curiae* has been timely filed and in accordance with the Stipulation and Order, the final copy of the proposed brief (the "Amicus Brief") is attached hereto as Exhibit A.

The ABA is the largest national trade association of the banking industry. It represents banks and holding companies of all sizes in each of the fifty states and the District of Columbia, including community, regional, and money center banks. The ABA also represents savings associations, trust companies and savings banks. The ABA frequently appears in litigation, either as a party or *amicus curiae*, to protect and promote the interests of the banking industry and its members.

The ABA and its members have a direct interest in the outcome of this litigation. ABA members provide more than 99 percent of corporate trust services in the U.S.^{1/} Trust indentures are important mechanisms for servicing corporate and municipal debt and banks play an essential role in the process that brings those financings to the public market. Given the long-standing preeminence of New York as a world financial center, many of the domestic indenture agreements entered into by ABA members fall within the jurisdiction of the state and federal courts in New York.

^{1/} Thompson Financial National Trustee Rankings for 2005, *The Bond Buyer*, July 17, 2006.

This case raises issues of significant importance for ABA members. The Ad Hoc Committee of Bondholders (“the Minority Bondholders”) have argued that the Indenture prohibits the Trustee from settling the Holders bankruptcy claims absent the unanimous consent of the Bondholders. As set forth more fully in the Amicus Brief, the ABA disagrees with the position of the Minority Bondholders and respectfully submits that the Bankruptcy Court properly determined that, subject to a direction by a majority of the Bondholders, the Trustee had the right to act on behalf of all of the Bondholders in response to the default by Delta Air Lines, Inc. (“Delta”) to conduct appropriate proceedings, including the negotiation of the Settlement. The Bankruptcy Court also correctly concluded that because the proposed Settlement was determined by the Court to be fair and reasonable (and was also overwhelmingly supported by Bondholders) the Trustee had the authority to consummate the Settlement and enter into Releases as part of that Settlement.

If the Bankruptcy Court Decision is not affirmed, the Minority Bondholders will be permitted to block a Settlement that the Bankruptcy Court determined was fair and reasonable and which an overwhelming majority of the Bondholders approved. Such an outcome would have substantial industry-wide consequences and implications beyond this proceeding. As detailed in the Amicus Brief, future minority bondholders would be permitted to use their status as objectors to defeat a court approved and majority endorsed bankruptcy settlement. Such a result would

be contrary to the terms of the indenture, statutory law and legal precedent. In addition, the Minority Bondholders' position, if adopted by this Court would strip the trustee of its ability to minimize bondholder losses and make it a practical impossibility for a trustee to compromise and resolve a claim in the context of a bankruptcy proceeding.

The ABA respectfully submits that it is qualified to assist this Court with respect to the interpretation and operation of indenture provisions, including the rights, duties and ability of the trustee to successfully compromise and settle bondholder claims asserted against an insolvent debtor.

Accordingly, the ABA respectfully requests leave to file the attached brief in order to present its views concerning the issues in this case.

Respectfully submitted,

BRYAN CAVE, LLP

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Dated: June 22, 2007